

WILLKIE FARR & GALLAGHER_{LLP}

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March 30, 2017

BY ECF AND EMAIL

The Honorable Shelley C. Chapman
United States Bankruptcy Judge
United States Bankruptcy Court for the
Southern District of New York
One Bowling Green
New York, NY 10004

Attn: Jamie M. Eisen, Esq.

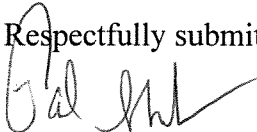
Re: Lehman Brothers Holdings Inc., et al.
Case No. 08-13555 (SCC) (the "LBHI Debtors")

Dear Ms. Eisen:

Attached for the Court's information please find a copy of a letter agreement regarding that certain RMBS Trust Settlement Agreement entered into as of November 30, 2016, and modified as of March 17, 2017 (the "Settlement Agreement"), by and among the LBHI Debtors, the Institutional Investors and, upon acceptance as described in the Settlement Agreement, the Accepting Trustees (each as defined in the Settlement Agreement). A copy of the Settlement Agreement was attached as Exhibit B to Docket No. 55096 in the above-referenced cases.

Please do not hesitate to contact me if you have any questions.

Respectfully submitted,



Paul V. Shalhoub

Attachment

cc: Robert Madden, Esq.
Each of the parties to the attached letter

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March 28, 2017

By Email Transmission

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of New York, solely in its capacity as Separate
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Securities Trusts*

*Counsel for U.S. Bank National Association,
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Certain Mortgage-Backed Securities Trusts*

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*Counsel for Wilmington Trust Company and
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solely in its capacity as Trustee for Certain
Mortgage-Backed Securities Trusts*

*Counsel for Deutsche Bank National Trust
Company, solely in its capacity as Trustee for
Certain Mortgage-Backed Securities Trusts*

Dear Gentlemen:

Reference is made to that certain RMBS Trust Settlement Agreement entered into as of November 30, 2016, and modified as of March 17, 2017 (the "Settlement Agreement"), by and among the LBHI Debtors, the Institutional Investors and, upon acceptance as described in the Settlement Agreement, the Accepting Trustees. Capitalized terms used but not defined herein have the meanings given them in the Settlement Agreement.

Pursuant to Section 2.01 of the Settlement Agreement, the parties contemplated that a chambers conference would be held to inform the Bankruptcy Court of the existence and terms of the Settlement Agreement. Section 2.01 of the Settlement Agreement further provided that, at the

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chambers conference, the Plan Administrator and the Trustees would inform the Bankruptcy Court that they believe it is appropriate to suspend the Protocol until the earlier of the conclusion of the Estimation Hearing or the termination of the Settlement Agreement.

On March 22, 2017, the LBHI Debtors filed the Scheduling Motion contemplated by Section 2.03(a) of the Settlement Agreement. [Docket No. 55096] A copy of the Settlement Agreement was attached as Exhibit B to the Scheduling Motion.

Because the Settlement Agreement is attached to the Scheduling Motion, the Bankruptcy Court knows of its existence and terms. Thus, the undersigned hereby acknowledge and agree that the chambers conference contemplated by Section 2.01 of the Settlement Agreement is not necessary.

In addition, the undersigned also hereby acknowledge and agree that the Protocol shall be suspended until the earlier of the conclusion of the Estimation hearing or the termination of the Settlement Agreement; *provided, however*, that such suspension of the Protocol shall not in any way impact or affect the Trustees' appeal of the District Court's affirmation [Docket No. 54934] of the Bankruptcy Court's order [Docket No. 53163] which, among other things, disallowed and expunged the Transferor Loans.

Please indicate your confirmation and agreement to the above by countersigning below and returning your signature pages to me. We will file this letter on the docket of the Bankruptcy Court upon receiving executed signature pages from each of the parties below.

Very truly yours,

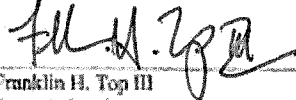
A handwritten signature in black ink, appearing to read "Paul V. Shalhoub", written over a horizontal line.

Paul V. Shalhoub

cc: Robert Madden


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March 28, 2017

ACKNOWLEDGED AND AGREED:



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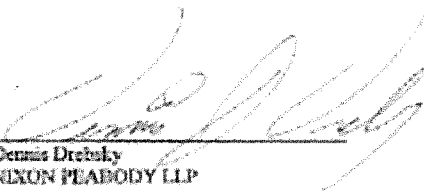
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